

**RESOLUTION NO. 14-159**

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF  
WICHITA, KANSAS AUTHORIZING THE SALE AND  
CONVEYANCE OF CERTAIN PROPERTY TO PRESBYTERIAN  
MANORS, INC.**

**WHEREAS**, pursuant to the Trust Indenture dated as of May 1, 1990, the City of Wichita, Kansas (the "Issuer") has previously issued its Industrial Revenue Bonds, Series III, 1990 (Presbyterian Manors, Inc.) in the original aggregate principal amount of \$675,000 (the "Bonds") to finance the cost of acquiring a site and constructing, equipping and installing a corporate headquarters (the "Project"), such Project having been leased to Presbyterian Manors, Inc., a Kansas not-for-profit corporation (the "Tenant") pursuant to a Lease dated as of May 1, 1990 between the City and the Tenant (the "Lease"); and

**WHEREAS**, the Tenant desires to exercise its option to purchase the Project under Section 17.1 of the Lease and is not in default under the Lease; and

**WHEREAS**, the Tenant had made all the payments of Basic Rent and Additional Rent pursuant to the Lease and all principal and interest on the Bonds has been paid or payment has been provided for; and

**WHEREAS**, The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, as successor trustee for the Bonds, has certified that no Bonds remain outstanding; and

**WHEREAS**, the Tenant has provided the City written notice of its intent to exercise its option to purchase the Project;

**NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS:**

**Section 1.** The Mayor and Clerk are authorized and directed to execute and deliver to the Tenant a special warranty deed substantially in the form set forth on *Exhibit A* attached hereto and a bill of sale substantially in the form set forth in *Exhibit B* attached hereto, transferring title to the Project to the Tenant. The Mayor and Clerk are hereby further authorized and directed to execute a Release of Lease, substantially in the form attached hereto as *Exhibit C*, and deliver same to the Tenant.

**Section 2.** The Mayor and Clerk are hereby further authorized and directed to sign such other instruments and certificates as shall be necessary and desirable in connection with this Resolution, and are hereby further authorized to take such further actions as may be necessary to accomplish the purposes of this Resolution.

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**ADOPTED** by the governing body of the City of Wichita, Kansas on June 10, 2014.

CITY OF WICHITA, KANSAS

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Mayor

[SEAL]

Attest:

By: \_\_\_\_\_  
Clerk

APPROVED AS TO FORM:

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Gary E. Rebenstorf, Director of Law

***EXHIBIT A***

***FORM OF SPECIAL WARRANTY DEED***

**THIS CONVEYANCE IS FOR THE PURPOSE OF RELEASING SECURITY FOR A DEBT OR OTHER OBLIGATION AND IS EXEMPT FROM THE REQUIREMENTS OF A SALES VALIDATION QUESTIONNAIRE PURSUANT TO K.S.A. 79-1437e(2).**

**SPECIAL WARRANTY DEED**

**THIS SPECIAL WARRANTY DEED**, made as of June 10, 2014 between the City of Wichita, Kansas, a municipal corporation, as Grantor, and Presbyterian Manors, Inc., a Kansas not-for-profit corporation, as Grantee;

**WITNESSETH**, that said Grantor, in furtherance of the terms of a certain Lease dated as of May 1, 1990 between Grantor and Grantee (the "Lease"), and as authorized by a Resolution duly adopted by the governing body of the Grantor, and by these presents does hereby convey to Grantee, its successors and assigns, all the following described real estate in Sedgwick County, Kansas:

Lot 5, except the South 70 feet thereof, Comotara Villages, an Addition to Wichita, Sedgwick County, Kansas;

for the sum of \$100.00 and other valuable consideration;

**TO HAVE AND TO HOLD**, the premises described, with all and singular the rights, privileges, appurtenances and immunities thereto belonging or in any way appertaining, to Grantee and to its successors and assigns forever; and Grantor hereby covenants that the premises are free and clear of all encumbrances whatsoever, except (a) permitted encumbrances, including the restriction that no existing building nor any building which is constructed or placed upon the land, either temporarily or permanently, shall be used for the purpose of housing any multigame, casino-style gambling on the premises, (b) those to which title was subject on the date of conveyance to the Issuer of the land, or to which title became subject with the Tenant's written consent, or which resulted from any failure of the Tenant to perform any of its covenants or obligations under the Lease, (c) taxes and assessments, general and special, if any, and (d) the rights of any party having condemned or who is attempting to condemn title to, or the use for a limited period of, all or any part of the Project; and that it will warrant and defend the title to the premises to Grantee and Grantee's successors and assigns forever against the lawful claims and demands of anyone claiming by, through or under it.

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**IN WITNESS WHEREOF**, Grantor has executed this deed and affixed its corporate seal as of the day and year first above written.

**CITY OF WICHITA, KANSAS**  
a municipal corporation

[SEAL]

\_\_\_\_\_  
Carl Brewer, Mayor

ATTEST:

\_\_\_\_\_  
Karen Sublett, City Clerk

**ACKNOWLEDGMENT**

STATE OF KANSAS                    )  
  ) SS:  
COUNTY OF SEDGWICK            )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 2014 by Carl Brewer, Mayor, and Karen Sublett, City Clerk, respectively, of the City of Wichita, Kansas, on behalf of said City.

[SEAL]

\_\_\_\_\_  
Notary Public

My appointment expires:

\_\_\_\_\_

***EXHIBIT B***  
***FORM OF BILL OF SALE***

**BILL OF SALE**

In furtherance of the terms of a certain Lease dated as of May 1, 1990 between the City of Wichita, Kansas, as Assignor, and Presbyterian Manors, Inc., a Kansas not-for-profit corporation, as Assignee, and for valuable consideration, Assignor hereby transfers, assigns and conveys to Assignee, all personal property purchased with the proceeds of the City of Wichita, Kansas, Industrial Revenue Bonds, Series III, 1990 (Presbyterian Manors, Inc.).

[SEAL]

ATTEST:

**CITY OF WICHITA, KANSAS**  
a municipal corporation

\_\_\_\_\_  
Karen Sublett, City Clerk

\_\_\_\_\_  
Carl Brewer, Mayor

**ACKNOWLEDGMENT**

STATE OF KANSAS                    )  
  ) SS:  
COUNTY OF SEDGWICK            )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 2014, by Carl Brewer, Mayor, and Karen Sublett, City Clerk, respectively, of the City of Wichita, Kansas, on behalf of said City.

[SEAL]

\_\_\_\_\_  
Notary Public

My appointment expires:

\_\_\_\_\_

***EXHIBIT C***  
***FORM OF RELEASE OF LEASE***



## **RELEASE OF LEASE**

**WHEREAS**, the City of Wichita, Kansas (the "Issuer") has heretofore entered into a Lease dated as of May 1, 1990 (the "Lease") between the Issuer and Presbyterian Manors, Inc., a Kansas not-for-profit corporation (the "Tenant"), notice of which is recorded on Film 1110 at Page 1455 in the office of the Sedgwick County Register of Deeds; and

**WHEREAS**, the Issuer assigned its interest in the Lease to The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, acting as successor trustee (the "Trustee") for the Issuer and others for purpose of enforcement of the Tenant's covenants under the Lease; and

**WHEREAS**, the Tenant has exercised its option to purchase the facility described in the Lease from the Issuer; and

**WHEREAS**, all of the Tenant's obligations to the Issuer under the Lease have been satisfied;

**THEREFORE**, the property described in the attached Schedule I is hereby released from any claim of the Issuer and the Trustee under the Lease as of June 10, 2014.

[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this Release of Lease as of the date above written.

**CITY OF WICHITA, KANSAS**  
a municipal corporation

[SEAL]

\_\_\_\_\_  
Carl Brewer, Mayor

ATTEST:

\_\_\_\_\_  
Karen Sublett, City Clerk

**ACKNOWLEDGMENT**

STATE OF KANSAS                    )  
  ) SS:  
COUNTY OF SEDGWICK            )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 2014 by Carl Brewer, Mayor, and Karen Sublett, City Clerk, respectively, of the City of Wichita, Kansas, on behalf of said City.

[SEAL]

\_\_\_\_\_  
Notary Public

My appointment expires:

\_\_\_\_\_

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Trustee**  
St. Louis, Missouri

[SEAL]

By: \_\_\_\_\_  
Name:  
Title:

STATE OF MISSOURI            )  
  ) SS:  
COUNTY OF \_\_\_\_\_ )

This instrument was acknowledged before me this \_\_\_\_ day of June, 2014 by \_\_\_\_\_  
as \_\_\_\_\_ of the The Bank of New York Mellon Trust Company, N.A., St.  
Louis, Missouri, a national banking association or corporation.

[SEAL]

\_\_\_\_\_  
Notary Public

My appointment expires: \_\_\_\_\_  
Date

***SCHEDULE I***

**PROPERTY SUBJECT TO LEASE**

(a) The following described real estate located in Sedgwick County, Kansas, to wit:

Lot 5, except the South 70 feet thereof, Comotara Villages, an Addition to Wichita, Sedgwick County, Kansas;

said real property constituting the "Land" as referred to in said Lease.

(b) All buildings, improvements, machinery and equipment now or hereafter constructed, located or installed on the Land pursuant to said Lease, constituting the "Improvements" as referred to in said Lease, together with any substitutions or replacements therefor any "Project Additions" as referred to in said Lease, and more specifically described as follows:

A, 8,600 square foot office building to house the corporate headquarters and administrative offices of the Tenant;

the Land and Improvements described in paragraphs (a) and (b) of this Schedule I together constituting the "Project" as referred to in said Lease.

## TRUSTEE'S CERTIFICATION

Re: City of Wichita, Kansas  
Industrial Revenue Bonds, Series III, 1990  
(Presbyterian Manors, Inc.) (the "Bonds")

The undersigned, on behalf of The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, as successor trustee (the "Trustee") with respect to the referenced Bonds, hereby certifies that as of the date hereof, no Bonds remain outstanding under the Trust Indenture dated May 1, 1990 authorizing and securing the Bonds, and all fees and expenses of the Trustee in connection with such Bonds have been paid in full.

Dated: \_\_\_\_\_, 2014

**THE BANK OF NEW YORK MELLON**  
**TRUST COMPANY, N.A.**, as Trustee  
St. Louis, Missouri

[SEAL]

By: \_\_\_\_\_  
Name:  
Title: